



WALCHANDNAGAR INDUSTRIES LIMITED

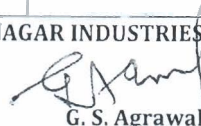
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Quarterly Compliance Report on Corporate Governance

Name of the Company : Walchandnagar Industries Ltd.
Quarter ending on : 31st December, 2012

Particulars	Clause of Listing Agreement	Compliance Status (Yes/No)	Remarks
1	2	3	4
1. Board of Directors A) Composition of Board	49 I 49(1A)	No	After the appointment of new Managing Director and Chief Executive Officer on the Board of the Company w.e.f. 25.11.2012 due to expiry of terms of appointment of existing MD&CEO on 24.11.2012, the Company could not comply with requirement of Clause 49(1A) regarding composition of Independent Directors. At present the Board comprises of 9 Directors out of which 2 executives & 7 non-executives. 4 Directors on the Board are independent. However, the Company is in the process of identifying an appropriate Independent Director to be appointed on the Board of the Company.
B) Non-executive Director's Compensation & disclosures	49(1B)	Yes	
C) Other provisions as to Board and Committees	49(1C)	Yes	
D) Code of Conduct	49(1D)	Yes	
II. Audit Committee	49 II		
A) Qualified & Independent Audit Committee	49 (IIA)	Yes	
B) Meeting of Audit Committee	49(II B)	Yes	Meeting was held on 23-11-2012
C) Power of Audit Committee	49(II C)	Yes	
D) Role of Audit Committee	49(II D)	Yes	
E) Review of information by Audit Committee	49(II E)	Yes	
III. Subsidiary Companies	49(III)	N.A.	
IV. Disclosures	49(IV)		
A) Basis of related party transactions	49(IV A)	Yes	
B) Disclosure of Accounting Treatment	49(IV B)	Yes	
C) Board Disclosures	49(IV C)	Yes	
D) Proceeds from public issues, right issues, preferential issues etc.	49(IV D)	Yes	
E) Remuneration of Directors	49(IV E)	Yes	
F) Management	49(IV F)	Yes	
G) Shareholders	49(IV G)	Yes	
V. CEO/CFO Certification	49(V)	Yes	
VI. Report on Corporate Governance	49(VI)	Yes	
VII. Compliance	49(VII)	Yes	

For WALCHANDNAGAR INDUSTRIES LTD.,


G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary